

BEST AVAILABLE COPY

LEWIS & KAPPES

PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

1700 ONE AMERICAN SQUARE

BOX 82053

INDIANAPOLIS, INDIANA 46282-0003

(317) 639-1210

TELECOPIERS

(317) 639-4882

(317) 639-4878

PHILIP S. KAPPEST

DAVID WELKER GRAY

JOHN F. WICKES, JR.

GARY P. PRICE†

STEVEN L. TUCHMAN†

THOMAS R. RUGE

C. DUANE O'NEAL

BRETT J. MILLER*

TODD A. RICHARDSON**

BETTE J. DODD

PETER S. FRENCH

PAMELA H. SHERWOOD

BRIAN A. STATZ

DONNA HEISER DUBISKY***

*Also admitted in Illinois

**Also admitted in Massachusetts

***Also admitted in Michigan & Kentucky

OF COUNSEL

SAMUEL A. FULLER*

KEVIN W. DOGAN

LESLIE DUVALL

RICHARD P. BATESKY, Jr.

*Also admitted in Florida

TED. B. LEWIS

(1919-1991)

†Certified Mediators

Web Site

[Http://www.Lewis-Kappes.com](http://www.Lewis-Kappes.com)

E-Mail Address

Office@Lewis-Kappes.com

GPPrice@Lewis-Kappes.com

October 2, 1997

Via United Parcel Overnight Delivery

Ralph F. Rothschild
Vice President, Business Affairs
Volt Delta Corp.
1221 Avenue of the Americas
New York, New York 10020

Confidential/Dated Material

Confidential/Dated material

Dear Ralph:

Bob wants to partner with VDR.

EXHIBIT

H

tabbler

BEST AVAILABLE COPY

Ralph Rothschild
October 2, 1997
Page 2

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

BEST AVAILABLE COPY

Ralph Rothschild
October 2, 1997
Page 3

[REDACTED]

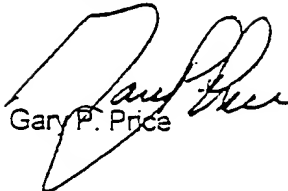
[REDACTED]

[REDACTED]

[REDACTED]

Sincerely,

LEWIS & KAPPES


Gary P. Price

GPP:aem
Enclosure
p:\aem\gpp\stuart\rothschild.5tt